FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL
OMB Number	3235-0076
Expires:	May 31, 2005
Estimated avera	ige burden
hours ner resno	

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Prefix		Serial
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DA	ATE RECEIV	ED
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Name of Offering (check if this is an amendm	ent and name has changed, and indicate change.)	
Texas Energy Holdings, Inc. Downe #4H	<u>Program</u>	
	le 504	ULOE RECEIVED
Type of Filing: New Filing Amendmen	nt	
	A. BASIC IDENTIFICATION DATA	< IAN 0 3 2005 > 2
Enter the information requested about the issue		1216 11 0 2003
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	
Texas Energy Holdings, Inc. Downe #4H	-	185/8/
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10935 Estate Lane, Suite 325, Dallas, TX	75238	(214) 231-4000
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Same as above	·	Same as above
Brief Description of Business		
Oil and Gas Development		
Type of Business Organization		
 :	partnership, already formed other (plea	ase specify): general partnership
business trust limited	partnership, to be formed	
Actual or Estimated Date of Incorporation or Organiz	Month Year Actual Estir	PROCESSE!
Jurisdiction of Incorporation or Organization: (Enter		nated A.I.
	for Canada; FN for other foreign jurisdiction)	TX JAN 07 2005
GENERAL INSTRUCTIONS		770

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

1 of 9



A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ✓ Director ✓ General and/or Managing Partner Full Name (Last name first, if individual) Willis, Phillip C. Business or Residence Address (Number and Street, City, State, Zip Code) 10935 Estate Lane, Suite 325, Dallas, TX 75238 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: General and/or Promoter ☐ Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					B.	INFORMA	TION ABO	DUT OFFE	RING				
1	Hac the	issuer sol	d or does t	he issuer i	atend to se	Il to non-a	ccredited i	nvestore i	this offer	ina?		Yes	No
1.	Has the	155001 501	u, or does t		nswer also					-			
2.	What is	the minin	num investi						-			\$	9,750
3. Does the offering permit joint ownership of a single unit?									Yes	No			
4.											ndirectly, any		_
	commis	sion or sim	ilar remune	ration for s	solicitation	of purchas	ers in conn	ection witl	n sales of s	ecurities in	the offering. or with a state		
	or states	, list the n	ame of the	broker or d	lealer. If m	ore than fiv	/e (5) perso	ons to be li			ersons of such		
Fu			you may se first, if inc		information	for that br	oker or dea	ler only.					
Bu	siness or	Residence	Address (Number ar	d Street, C	City, State,	Zip Code)						
Na	me of As	sociated E	Broker or D	ealer			•			-	A some		
-		List Disease	n Listed Ha	C - 1' - it -	1 - 7 - 4 - 1	- 4- C-1:-:4	D 1			·	·		
Sta			n Listed Ha s" or check									Па	Il States
						F							
	AL IL	AK IN	AZ IA	AR KS	CA KY	LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Fu	ll Name (Last name	first, if inc	dividual)									
Bu	siness or	Residence	Address (Number an	d Street, C	City, State,	Zip Code)						
Na	me of As	sociated E	Broker or D	ealer				<u> </u>	<u> </u>		-		
Sta	ites in W	hich Perso	n Listed Ha	as Solicited	d or Intend	s to Solicit	Purchaser	s	<u></u>				
	(Check	"All State	s" or check	individua	States)		•••••			•••••		\square A	.ll States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	ĪN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Fu	ll Name (Last name	first, if inc	dividual)									
Bu	siness or	Residence	Address (Number an	d Street, C	City, State,	Zip Code)	·				· · · · · ·	
Na	me of As	sociated E	Broker or D	ealer	-								
Sta	ites in W	hich Perso	n Listed Ha	as Solicited	or Intend	s to Solicit	Purchaser	s	<u></u>		"		
	(Check	"All State	s" or check	individua	States)		•••••		••••••			\square A	Il States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	ΙA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH] WV	OK WI	OR WY	PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS. EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security		Aggrega fering P		Am	ount Already Sold
	Debt	\$	0		\$	0
	Equity	\$	0		\$	0
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$	0		\$_	0
	Partnership Interests	\$	0		\$	0
	Other (Specify *See below)	\$	195,00	10	\$	165,750
	Total	\$ 	195,00	10	\$	165,750
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					Λ agregate
			Numbe Investor		Do	Aggregate Ilar Amount f Purchases
	Accredited Investors		7		\$	117,000
	Non-accredited Investors	_	3		\$	48,750
	Total (for filings under Rule 504 only)		N/A		\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C— Question 1.		Type of	f	Do	llar Amount
	Type of Offering		Security	У		Sold
	Rule 505		N/A		\$ _	N/A
	Regulation A		N/A		\$	N/A
	Rule 504	-	N/A		\$_	N/A
	Total	_			\$ <u></u>	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			F :3	•	
	Transfer Agent's Fees.				\$ <u> </u>	1 000
	Printing and Engraving Costs				<u>\$</u> _	1,000
	Accounting Fees			S	\$_ \$	10,000
	Engineering Fees.			∑	\$ \$	0
	Sales Commissions (specify finders' fees separately)			V	\$-	0
	Other Expenses (identify) **See below				\$ -	2,270
	Total				\$ -	13,270
				_	_	

^{*}Units of Working Interest

 $[\]star\star Due$ Dilligence expenese, travel , postage, shipping & filing fees

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND	USE OF PRO	CEEDS		
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C-proceeds to the issuer."	-Question 4.a. This difference is the "adj	usted gross		\$	181,730
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Part C	any purpose is not known, furnish an e of the payments listed must equal the ad	stimate and			
	proceeds to the issuer set form in response to 1 art v	Caustion 4.0 above.		Payments to Officers, Directors, & Affiliates	Pa	ayments to Others
	Salaries and fees		!	21,730	 ☑ \$	0
	Purchase of real estate		! \$	0	_ [2]\$	0
	Purchase, rental or leasing and installation of mach	inery		<u> </u>		
	and equipment		! \$	0	_ 図\$_	00
	Construction or leasing of plant buildings and facil	ities	\$	0	<u></u> 9\$_	0
	Acquisition of other businesses (including the valu					
	offering that may be used in exchange for the assets issuer pursuant to a merger)			0	☑\$	0
	Repayment of indebtedness			0	_ 🗀 - ।	0
	Working capital		_	0	_ 図s_	0
	Other (specify):		□ \$	0	_ [7]s -	0
				0	_ 🗹 \$_	0
	Column Totals		! \$	21,730	_ 	160,000
	Total Payments Listed (column totals added)			♥\$	181,730	·
		D. FEDERAL SIGNATURE		72		
sig	e issuer has duly caused this notice to be signed by nature constitutes an undertaking by the issuer to finformation furnished by the issuer to any non-accreding	urnish to the U.S. Securities and Exchan	ge Commissio			
Iss	uer (Print or Type)	Signature	Date			
Τe	xas Energy Holdings, Inc. Downe #4H Progr		Dec	ember 21, 20	nn4	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)		Ciliber E 1, Et		
Rie	chard K. Hartnett	Associate				

	 _		-10	
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		A Barrier				
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🗹				
	See Appendix, Column 5, for state response.						
2.	2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on For D (17 CFR 239.500) at such times as required by state law.						
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information issuer to offerees.	nation fur	nished by the				
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.						

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Tssuer (Print or Type)	Signature	Date
Texas Energy Holdings, Inc. Downe #4H Progra		December 21, 2004
Name (Print or Type)	Title (Print or Type)	
Richard K. Hartnett	Associate	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1		2	3			4		Disqual	5 ification
	.	1 . 11	Type of security					under State ULOI (if yes, attach	
		d to sell accredited	and aggregate offering price		Tuma o	f investor and			ation of
1 1		s in State	offered in State			urchased in State			granted)
		B-Item1)	(Part C-Item1)			t C-Item 2)			-Item 1)
				Number of		Number of			
			Other	Accredited		Non-Accredited]
State	Yes	No	Securities	Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ		:							
AR		·							
CA	X		\$78,000	3	\$78,000	1	\$9,750		Х
СО		х	\$19,500	1	\$19,500	0	\$0		Х
СТ							·		
DE									
DC			i				<u>e</u>		
FL									
GA						·		ļ	
HI									
ID						·			
IL							·		
IN	i			_					
IA									
KS KY									
LA									
ME									
MD									
MA									
MI									
MN				-					
MS									

				APP	ENDIX	Apple best care			
1	Intend to non-a	2 I to sell accredited as in State	3 Type of security and aggregate offering price offered in State		amount pi	4 f investor and urchased in State		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	(Part E	3-Item1)	(Part C-Item1)			t C-Item 2)			-Item 1)
State	Yes	No	Other Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		х	\$19,500	1 .	\$19,500	0	\$0		Х
MT									
NE				_			and a		
NV	Х		\$29,250	0	\$0	1	\$29,250		Х
NH					****				
NJ									
NM									
NY									
NC						·			
ND									
ОН									
OK									
OR									
PA									
RI									
SC	Х		\$9,750			1	\$9,750		Х
SD									
TN									
TX									
UT				·					
VT									
VA									
WA									
WV									
WI									

	APPENDIX											
1		2	3		4							
	Intend to sell and aggregate to non-accredited offering price				Type of investor and							
	investors in State offered in State (Part B-Item1) (Part C-Item1)				waiver granted) (Part E-Item 1)							
State	Yes	No	Other Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY												
PR												

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response....... 16.00

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix Serial							
1.	,						
DATE RECEIVED							
1 1 2							

Name of Offering (check if this is an amendment and name has changed, and indicate change)	
Texas Energy Holdings, Inc. Downe #4H Program Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE RECEIVED
Type of Filing: New Filing Amendment	ULOES RECEIVED TO
A. BASIC IDENTIFICATION DATA	# IAA @ B ZUUS D Z
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	185/69
Texas Energy Holdings, Inc. Downe #4H Program	WC / /
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10935 Estate Lane, Suite 325, Dallas, TX 75238 Address of Principal Business Operations (Number and Street, City, State, Zip Code)	(214) 231-4000 Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same as above	Same as above
Brief Description of Business	
Oil and Gas Development	
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☑ other (pl ☐ business trust ☐ limited partnership, to be formed	ease specify): general partnership
Month Year	
Actual or Estimated Date of Incorporation or Organization: 10 04 Actual Esti	mated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	TX
GENERAL INSTRUCTIONS Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o	r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
77d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering	
and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	tiow of, if received at that address after the date of
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually	signed. Any copies not manually signed must be
photocopies of the manually signed copy or bear typed or printed signatures.	
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supple	
not be filed with the SEC.	ied in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sa	ales of securities in those states that have adopted
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S	
are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim fo accompany this form. This notice shall be filed in the appropriate states in accordance with state law.	
this notice and must be completed.	
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exen	nption. Conversely, failure to file the
appropriate federal notice will not result in a loss of an available state exemption unles	s such exemption is predicated on the
filing of a federal notice.	

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities with issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issue Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ✓ Director General and/or Managing Partner Full Name (Last name first, if individual) Willis, Phillip C. Business or Residence Address (Number and Street, City, State, Zip Code) 10935 Estate Lane, Suite 325, Dallas, TX 75238 Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promotei Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter Mana Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner Check Box(es) that Apply: Promotei Executive Officer Director General ind/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General ind/or Managing Partne Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING	
the the invested or dearthe investigated to the constitution of th	Yes 100
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
What is the minimum investment that will be accepted from any individual?	5 9,750
	Yes
3. Does the offering permit joint ownership of a single unit?	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering of a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state.	
or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of su	
a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	🔲 All Sta
AL AK AZ AR CA CO CT DE DC FL GA	HI
IL IN IA KS KY LA ME MD MA MI MN	MS Mo
MT NE NV NH NJ NM NY NC ND OH OK	OR N
RI SC SD TN TX UT VT VA WA WV WI	WY (R)
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
n ^d	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	All St. 14
AL AK AZ AR CA CO CT DE DC FL GA	HI
IL IN IA KS KY LA ME MD MA MI MN	MS XX
MT NE NV NH NJ NM NY NC ND OH OK	OR
RI SC SD TN TX UT VT VA WA WV WI	WY
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
Traine of Associated Blokel of Beater	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	All Sa lls
AL AK AZ AR CA CO CT DE DC FL GA	HI
IL IN IA KS KY LA ME MD MA MI MN	MS
MT NE NV NH NJ NM NY NC ND OH OK	OR
RI SC SD TN TX UT VT VA WA WV WI	WY

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

130	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	AGE END UNITED	和643年5月5月1日日1日1日1日
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggragate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	s <u> </u>	\$ 0
	Equity	S Q	\$ 0
	Common Preferred		
	Convertible Securities (including warrants)	s o	\$0
	Partnership Interests	s o	\$ 0
	Other (Specify *See below)	S 195,000	\$ 165,750
	Total	5 195,000	\$ 165,750
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	111	\$. 117,000
	Non-accredited Investors.		\$ 48,750
	Total (for filings under Rule 504 only)		S N/A
	Answer also in Appendix, Column 4, if filing under ULOE.	In a	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C— Question 1.		
	Type of Offering	Type of Security	Döllar Amount Sold
	Rule 505	N/A	5 N/A
	Regulation A	N/A	S N/A
	Rule 504	N/A	\$ N/A
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	\	S 0
	Printing and Engraving Costs	1	\$ 1,000
	Legal Fees	A 5 4 5	\$ 10,000
	Accounting Fees	9 5 6 1 1 1 .	\$ 0
	Engineering Fees	1 1 1 1 7	\$ 0
	Sales Commissions (specify finders' fees separately)	1 41 4 1 1	\$ 0
	Other Expenses (identify) **See below		S 2,270
	Total		\$ 13,270
*[]	nits of Working Interest		

^{**}Due Dilligence expenese, travel, postage, shipping & filing fees

	C. OFFERING PRICE, N	umber of investors, expenses ani	USE OF PRO	CEEDS			播播
	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	—Question 4.a. This difference is the "ad	justed gross		\$		1,730
5.	Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Part	any purpose is not known, furnish an eal of the payments listed must equal the ac	estimate and	Payment	218		
				Officers Directors Affiliate	& F		ments to others
	Salaries and fees			21,73			0
	Purchase of real estate		I S	0	<u> </u>		0
	Purchase, rental or leasing and installation of mac and equipment		v s	0	☑ \$		
	Construction or leasing of plant buildings and fac			0			0
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	ue of securities involved in this ets or securities of another		ol	. □		0
	Repayment of indebtedness			0		1717.3	0
	Working capital			0			0
	Other (specify):	!	o	litt 1	110	0	
			⊡ s	0	☑ s		0
	Column Totals		.	21,73	. [刁s		160,000
	Total Payments Listed (column totals added)		.,	▽ s	181,730		
		D EEDERAL SIGNATURE			E VI AND		
sig the	e issuer has duly caused this notice to be signed by nature constitutes an undertaking by the issuer to information furnished by the issuer to any non-accre	the undersigned duly authorized person. I furnish to the U.S. Securities and Exchar	ge Commission f Rule 502.	n, upon w	Rule 505,		following its staff.
	uer (Print or Type)	Signature /	Date				
	xas Energy Holdings, Inc. Downe #4H Prog me of Signer (Print or Type)	Title of Signer (Print or Vype)	Dec	ember 21	2004		
	chard K. Hartnett	Associate					
		—— ATTENTION ———					
	Intentional misstatements or omissi	ons of fact constitute federal crimina	l violations. (See 18 U	S.C. 1001.		

影響	*			√ E. STATE SIG	NATURE			
1.	. 1		cribed in 17 CFR 230.262 pres		•		Yes	No
	: pr	ovisions of su	in rule?		***************************************			$oldsymbol{arnothing}$
			See	Appendix, Column 5	, for state response.			
2.		2	issuer hereby undertakes to f 500) at such times as required		lministrator of any s	tate in which this notice is	filed, a n	otice on Form
3.		e undersigne uer to offeree	issuer hereby undertakes to	o furnish to the state	administrators, upo	on written request, inform	ation fur	nished by the
4.	- 1	a ti	issuer represents that the is Exemption (ULOE) of the					
		4	n has the burden of establishin				anning ti	ne availability
		has read this zed person.	notification and knows the con	tents to be true and h	as duly caused this n	notice to be signed on its be	half by tl	he undersigned
	1	t or Type)	lno Downs #4H Brogs	Signature	Late	Date	2004	
		t or Type)	gs, Inc. Downe #4H Progr	Title (Print or Type	/_ <u>V</u>	December 21, 2	2004	
		L. Hartnett		Associate	,			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1.0				APP	ENDIX	網路等級的問題		探测器	注题
1		2	3			4		Disqual	5 ification
	•	1. 11	Type of security						ite ULOE
		d to sell accredited	and aggregate offering price		Type o	f investor and		(if yes	attach ation of
		s in State	offered in State			urchased in State	.1		granted)
		3-Item1)	(Part C-Item1)		-	t C-Item 2)		(Part E	
				Number of		Number of			
State	Yes	No	Other Securities	Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL	163	110	Securities	Investors	Amount	Investors	Amount	1 03.	, 1,1 11
AK									
AZ									
AR									
CA	Х		\$78,000	3	\$78,000	1	\$9,750		X
СО		Х	\$19,500	1	\$19,500	0	\$0	31.1	X
СТ									
DE									
DC							The state of the s		5 11
FL								1	
GA								1	
ні								;	
ID								The state of the s	
IL						. ;		**************************************	
IN			•			:			
IA							the second secon	1 1	i! ; ;
KS							The state of the s		
KY)		
LA								1 1	
ME			ť				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
MD							1		
MA								1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	, ,
MI								1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
MN						1			4
MS								1 1	

		175.		APP	ENDIX:		學是科學		的調整黨	
1	Intend to non-a investor	2 I to sell accredited as in State	Type of security and aggregate offering price offered in State		4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	(Part C-Item1) Other Securities	Number of Accredited Investors Amount (Part C-Item 2) Number of Number of Non-Accredited Amount Investors Amount				Yes	No	
МО		Х	\$19,500	1	\$19,500	0	\$0		х	
МТ				<u></u> _						
NE										
NV	X		\$29,250	0	\$0	1	\$29,250		х	
NH										
NJ				**************************************						
NM										
NY										
NC										
ND										
ОН							ţ*•			
OK										
OR										
PA										
RI			•							
SC	Х		\$9,750			1	\$9,750		х	
SD									·	
TN									-	
TX							· · · · · · · · · · · · · · · · · · ·			
UT										
VT										
VA					-					
WA										
wv							· · · · · · · · · · · · · · · · · · ·			
WI										

APRENDIX A TOTAL AND APPENDIX										
1		2	3 •		4			5 Disqualification		
	_		Type of security							
		d to sell accredited	and aggregate offering price		Type of investor and					
		rs in State 3-Item1)	offered in State (Part C-Item1)		amount purchased in State (Part C-Item 2)				waiver granted) (Part E-Item 1)	
State	Yes	No	Other Securities	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY	103		Securities		Amount		Amount	103	110	
PR		1								